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STAMP-INREAD INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICEApproved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		FCC/MELLO MAR 24 2006	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card) Willkie Farr & Gallagher		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1875 K Street, N.W.			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)303-1141		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-7337-48			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Everest Connections Holdings, Inc.			
(14) STREET ADDRESS LINE NO. 1 199 Water Street			
(15) STREET ADDRESS LINE NO. 2 20th Floor			
(16) CITY New York		(17) STATE NY	(18) ZIP CODE 10038
(19) DAYTIME TELEPHONE NUMBER (include area code) (212)425-1400		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0014829584			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

WILLKIE FARR & GALLAGHER^{LLP}

MICHAEL G. JONES
202 303 1141
mjones@willkie.com

1875 K Street, NW
Washington, DC 20006-1238
Tel: 202 303 1000
Fax: 202 303 2000

March 24, 2006

Via Courier

Federal Communications Commission
Wireline Competition Bureau, Competition Policy Division - 214 Applications
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Combined Application for Consent to the Transfer of Control of Everest
Midwest, LLC, Holder of Domestic and International Section 214
Authorizations, from Aquila, Inc. to Everest Connections Holdings, Inc.

Dear Sir or Madam:

Transmitted herewith on behalf of Everest Connections Holdings, Inc. is an application to transfer control of Everest Midwest, LLC, holder of a domestic Section 214 authorization by operation of Section 63.01 of the Commission's rules, and holder of an international Section 214 authorization (File No. ITC-214-20060106-00007). Pursuant to 47 C.F.R. § 63.04(b), this application is filed as a combined application for consent to transfer control with respect to both the domestic and the international Section 214 authorizations. The international Section 214 transfer filing is being made contemporaneously herewith via the International Bureau's electronic filing system (MyIBFS).

Everest Connections Holdings, Inc., the transferee, will acquire 100 percent of the membership interests of Everest Midwest, LLC from its direct owner Everest Global Technologies Group, LLC, which is indirectly owned and controlled by Aquila, Inc., the transferor. The applicants request streamlined processing under Section 63.03(b)(2)(i) for the domestic Section 214 application, because the transferee will have a market share in the interstate, interexchange market of less than 10 percent, and the transferee will provide competitive telephone exchange service or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this application, and neither of the applicants are dominant with respect to any service. The applicants further request streamlined processing under Sections 63.24, 63.18 and 63.12 for the international Section 214 transfer application, because no part of Section 63.12(c) applies to Everest Connections Holdings, Inc. Everest Connections Holdings, Inc. is not affiliated with a foreign carrier, and it does not seek authority to resell the international switched or private line services of any affiliated dominant U.S. carrier.

Federal Communications Commission
March 24, 2006
Page Two

Also attached hereto is a completed FCC Form 159 remittance advice, along with a check made payable to the Federal Communications Commission in the amount of the required filing fee of \$895.00.

Please do not hesitate to contact the undersigned should you have any questions regarding this submission.

Respectfully submitted,



Michael G. Jones
WILLKIE FARR & GALLAGHER, LLP
1875 K Street, N.W.
Washington, D.C. 20006
202-303-1141

Counsel for Everest Connections Holdings, Inc.

Enclosure

cc w/enc: Tracy Wilson-Parker
Dennis Johnson
Susan O'Connell
James Bird

BEFORE THE
Federal Communications Commission
WASHINGTON, D.C.

In the Matter of

Application for Consent to the Transfer
of Control of Everest Midwest, LLC and its
Domestic and International Section 214
Authorizations from Aquila, Inc. to Everest
Connections Holdings, Inc.

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File No. _____

**APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL OF DOMESTIC
AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.01, 63.03, 63.04, 63.18, and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.01, 63.18, and 63.24, Aquila, Inc. ("Aquila") and Everest Connections Holdings, Inc. ("Everest Connections Holdings") (all parties collectively, the "Applicants") hereby request the Federal Communications Commission ("FCC" or "Commission") to grant its consent to the transfer of control of Everest Midwest, LLC ("Everest Midwest"), a holder of domestic and international Section 214 authorizations, from Aquila to Everest Connections Holdings. As described below, the Applicants believe that the transaction serves the public interest.¹ As further demonstrated below, the Applicants seek streamlined processing under both the domestic and international Section 214 rules.

I. DESCRIPTION OF THE PARTIES AND THE TRANSACTION, AND PUBLIC INTEREST CONSIDERATIONS (ANSWER TO QUESTION 13)

Everest Midwest is a competitive local exchange carrier ("CLEC") providing voice and data communication services to approximately 33,000 residential and business customers in the

¹ Attachment A separately sets forth the domestic Section 214 information as required by 47 C.F.R. § 63.04(b).

Kansas City metropolitan area. In addition to local telephone service, Everest Midwest is providing domestic and international long distance service to its customers on a resale basis and holds both domestic and international Section 214 authorizations from the FCC.²

The transferee, Everest Connections Holdings, was created for the purpose of acquiring the membership interests of Everest Holdings I, LLC, from its current direct owner, Everest Global Technologies Group, LLC, which is indirectly owned and controlled by Aquila, the transferor. Everest Holdings I, LLC wholly owns Everest Midwest. As part of the same transaction, Everest Connections Holdings will acquire 100% of the membership interests of Everest Connections, LLC, and Everest Holdings III, LLC from Everest Global Technologies Group, LLC. Everest Connections, LLC holds a receive-only earth station registration issued by the FCC (Call sign E000637, File No. SES-REG-20001002-01851). Notification of the transfer of control of Everest Connections, LLC will be filed on FCC Form 312. Everest Holdings III, LLC does not hold any FCC licenses or authorizations.

As shown in the attached organizational chart, Everest Connections Holdings is wholly owned by Everest Broadband, Inc. Everest Broadband, Inc. is controlled by its 62% shareholder, Seaport Capital Partners III AIV, L.P. Seaport Capital Partners III AIV, L.P. is controlled by its general partner, Seaport Investment Partners III, L.P., which is in turn controlled by its general partner Seaport Associates III, LLC. Thus, the ultimate entity controlling the applicant (transferee) Everest Connections Holdings is Seaport Associates III, LLC (the Seaport entities are collectively referred to herein as "Seaport Capital").

Seaport Capital provides equity to middle market media, telecommunications, information and business services companies. It focuses on private companies with management

² See File No. ITC-214-20060106-00007 for the international Section 214 authorization.

teams that are talented, committed and interested in having a value-added financial partner to help them achieve their goals. Seaport Capital has extensive expertise in the telecommunications industry, with assets including CLECs, rural local exchange carriers, collocation providers, and other providers of telecommunications services. As none of the telecom providers which Seaport Capital owns or controls provides service in the areas served by Everest Midwest, competition will not be adversely affected by the acquisition of Everest Midwest by Everest Connections Holdings. Instead, Seaport Capital's telecom and investing experience, its industry relationships and other resources will enable it to assist Everest Midwest to develop winning strategies, to the benefit of consumers, businesses, and competition in the Kansas City metropolitan area. These premises considered, the public interest, convenience and necessity would be served by grant of the instant application.

II. INFORMATION REQUIRED BY SECTIONS 63.18 AND 63.24(e)

(ANSWER TO QUESTION 10)

In accordance with Section 63.24(e)(2) of the Commission's Rules, the applicants submit the following information in support of this Application.

Transferor:

- (a) Name, Address and Telephone number of the Transferor:

Aquila, Inc.
20 West 9th Street,
Kansas City, MO. 64105
816-467-3535 (phone)

- (b) Aquila is a corporation organized under the laws of Delaware whose stock is publicly traded. Its principal businesses are natural gas and electric power distribution and the generation of electric power.

- (c) Correspondence concerning the transferor should be sent to:
C. Douglas Jarrett
Keller and Heckman LLP
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001
202-434-4180 (phone)
202-434-4646 (fax)
jarrett@khlaw.com
- (d) Aquila indirectly owns and controls Everest Midwest, which is authorized pursuant to Section 214 of the Communications Act of 1934, as amended, and 47 C.F.R. §§ 63.18(e)(2) to provide global resale services between the United States and all authorized international points.³

Transferee:

- (a) Name, address, and telephone number of Transferee:

Everest Connections Holdings, Inc.
FRN: 0014829584
199 Water Street, 20th Floor
New York, NY 10038
(212) 425-1400 (phone)
- (b) Everest Connections Holdings, Inc. is a corporation formed under the laws of the State of Delaware.
- (c) Correspondence concerning this Application should be sent to:

Michael Jones
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006-1238
(202) 303-1141 (phone)
(202) 303-2141 (fax)
mjones@willkie.com
- (d) Everest Connections Holdings, Inc. does not hold an international Section 214 authorization. Likewise, none of the Seaport Capital entities hold an international Section 214 authorization. However, the Seaport Capital entities indirectly own or control Guam Telecom, LLC, which holds an international Section 214 authorization for global or limited global facilities based or resale service, (ITC-

³ See File No. ITC-214-20060106-00007.

214-20050825-00349), and CNMI Telecom, LLC, which holds a international Section 214 authorization for global or limited global facilities based or resale service, (ITC-214-20050825-00347), *see* Public Notice, DA No. 05-2483, issued September 22, 2005.

(ANSWER TO QUESTION 11)

As required under 63.18(h), the following entities hold a 10% or greater direct ownership interest in Everest Connections Holdings (a chart depicting the ownership structure is attached hereto) (ownership percentages are calculated with respect to the Applicant, Everest Connections Holdings, as required by the Commission's rules):

- (1) Everest Broadband, Inc.
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 100
Country of Citizenship: U.S.
Principal Business: Holding Company

The following entities hold a 10% or greater indirect ownership interest in Everest Connections Holdings:

- (1) Seaport Splitter Partnership, L.P.
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 12 (held through Everest Broadband)
Country of Citizenship: U.S.
Principal Business: Investments
- (2) Seaport Blocker Corp. Limited
c/o M&C Corporate Services Limited
PO Box 309GT, Ugland House
South Church Street, George Town
Grand Cayman, Cayman Islands
Percent of Equity Interest Held: 12 (held through Seaport Splitter)
Country of Citizenship: Cayman Islands
Principal Business: Investments
- (3) Seaport Capital Partners III AIV, L.P.
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 62 (held through Everest Broadband)
Country of Citizenship: US
Principal Business: Investments

- (4) State Street Bank and Trust Company as Trustee for the DuPont Pension Trust
c/o DuPont Capital Management
One Righter Parkway, Suite 3200
Wilmington, DE 19803
Percent Equity Interest Held: 24 (through Seaport Capital Partners III AIV, L.P.)
Country of Citizenship: US
Principal Business: Investor
- (5) Robert W. Johnson IV
630 Fifth Avenue, Suite 1510
New York, NY 10111
Percent Equity Interest Held: 12 (through Seaport Capital Partners III AIV, L.P.)
Country of Citizenship: US
Principal Business: Investor
- (6) Seaport Capital Partners III/A AIV, L.P.
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 19 (held through Everest Broadband, Seaport Splitter and Seaport Blocker)
Country of Citizenship: US
Principal Business: Investments
- (7) Auber Investments Limited
Palm Grove House
Wickham's Cay
Road Town, Tortola BVI
Percent of Equity Interest Held: 12 (held through Seaport Capital Partners III/A AIV, L.P.)
Country of Citizenship: British Virgin Islands
Principal Business: Investments
- (8) AIG Global Investment Corp.
599 Lexington Avenue, 25th Floor
New York New York 10022
Percent of Equity Interest Held: 18 (held through Everest Broadband)
Country of Citizenship: US
Principal Business: Investment Advisor

- (9) AIG Global Asset Management Holdings, Inc.
 599 Lexington Avenue, 25th Floor
 New York New York 10022
 Percent of Equity Interest Held: 18 (held through AIG Global Investment Corp.)
 Country of Citizenship: US
 Principal Business: Holding Company
- (10) AIG Capital Corp.
 599 Lexington Avenue, 25th Floor
 New York New York 10022
 Percent of Equity Interest Held: 18 (held through AIG Global Asset Management Holdings, Inc.)
 Country of Citizenship: US
 Principal Business: Holding Company
- (11) American International Group, Inc.
 70 Pine Street
 New York New York 10270
 Percent of Equity Interest Held: 18 (held through AIG Capital Corp.)
 Country of Citizenship: US
 Principal Business: Investments and Insurance

The following certifications correspond to the listed provision of Section 6.18 of the Commission's Rules

- 63.18(i) Everest Connections Holdings certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules.
- 63.18(j) Everest Connections Holdings certifies that it does not seek to provide international telecommunications services to any destination country where: (i) Everest Connections Holdings is or controls a foreign carrier; (ii) any entity that owns more than 25 percent of Everest Connections Holdings or controls Everest Connections Holdings controls a foreign carrier in that country; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Everest Connections Holdings and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18(n) Everest Connections Holdings certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- 63.18(o) The Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- 63.18(p) **(ANSWER TO QUESTION 20)** The Applicants request streamlined processing of this Application. They qualify for streamlined processing because no part of Section 63.12(c) applies to Everest Connections Holdings. Everest Connections Holdings is not affiliated with a foreign carrier, and it does not seek authority to resell the international switched or private line services of any affiliated dominant U.S. carrier.

IV. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission consent to the transfer of control of Everest Midwest, and its domestic and international Section 214 authorizations, from Aquila to Everest Connections Holdings.

Respectfully Submitted,

Everest Connections Holdings, Inc.

By: 

Stephen McCall

President

Everest Connections Holdings, Inc.

199 Water Street, 20th Floor

New York, NY 10038

(212) 425-1400 (phone)

[The signature for Aquila, Inc. appears on the following page]

Dated: March 24, 2006

Respectfully Submitted,

Aquila, Inc.

By: 

Keith G. Stamm
Senior Vice President and Chief Operating Officer
Aquila, Inc.
20 West 9th Street
Kansas City, MO 64105
(816) 467-3535 (phone)

Dated: March 24, 2006

Attachment A

**Information for Consent to the Transfer of Control of Everest Midwest and its Domestic
Section 214 Authorization from Aquila, Inc. to Everest Connections Holdings, Inc. as
Require by 47 C.F.R. § 63.04(b)**

(a) Description of the Transaction

See Part I of the Application.

(b) Description of the Geographic Areas in which the Transferor and Transferee (and their affiliates) Offer Domestic Telecommunications Services

The Kansas City metropolitan area.

(c) Streamlining Information

This application qualifies for streamlined processing under Section 63.03(b)(2)(i), because the transferee will have a market share in the interstate, interexchange market of less than 10 percent, and the transferee will provide competitive telephone exchange service or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this application (AT&T, formerly SBC), and neither of the Applicants are dominant with respect to any service.

(d) Other Commission Applications for Transaction

This is a combined application for both a domestic Section 214 authorization and an international Section 214 authorization; the international Section 214 application was filed on the IBFS simultaneously herewith. Everest Connections, LLC, which holds a receive-only earth station registration issued by the FCC (Call sign E000637, File No. SES-REG-20001002-01851), is also being acquired by Everest Connections Holdings as part of this transaction. Notification of the transfer of control of Everest Connections, LLC has been filed on FCC Form 312 simultaneously herewith.

(e) Special Consideration Because a Party is Facing Business Failure

None

(f) Separately Filed Waiver Requests

None

(g) Public Interest Considerations

See Part I of the Application

